

RECORDATION NO. 21354

FILED

APR 28 '98

11-35 AM

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

APR 28 11 35 AM '98

April 28, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are nine (9) copies of a Memorandum of Equipment Trust Agreement, dated as of April 3, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Trustee/Lessor: Harris Trust and Savings Bank  
311 West Monroe  
Chicago, Illinois 60690

Lessee: Union Pacific Railroad Company  
1717 Main Street  
Dallas, Texas 75201

A description of the railroad equipment covered by the enclosed document is:

locomotives, gondolas and autoracks set forth on Schedule A attached thereto.

*Counterpart - V. Williams*

Mr. Vernon A. Williams  
April 28, 1998  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

APR 28 '98

11-35 AM

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT dated as of April 3, 1998, between HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation (hereinafter called the **Trustee**), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (hereinafter called the **Railroad**).

WHEREAS the Trustee and the Railroad are entering into that certain Equipment Trust Agreement dated as of the date hereof (hereinafter called the **Agreement**), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the Trustee and the Railroad wish to show for the public record (a) the ownership of the said railroad equipment by the Trustee, as trustee under the Agreement, as security for the obligations of the Railroad under the Agreement and the equipment trust certificates issued thereunder, and (b) the leasehold interest of the Railroad in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

HARRIS TRUST AND SAVINGS BANK

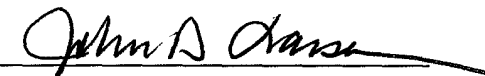
by



VICE PRESIDENT  
J. BARTOLINI

UNION PACIFIC RAILROAD COMPANY

by



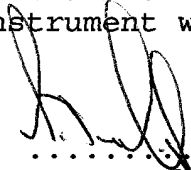
John B. Larsen  
Assistant Treasurer

STATE OF ILLINOIS

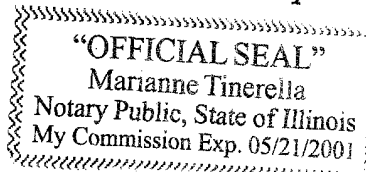
COUNTY OF COOK

)  
) SS.:  
)

On this 22 day of April, 1998, before me personally appeared J. BARTOLINI, to me personally known, who, by me being duly sworn, says that she is VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, and that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

  
.....  
Notary Public

My commission expires

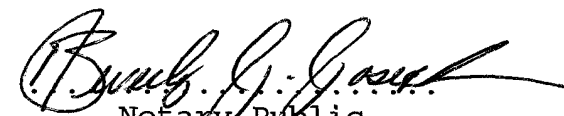


STATE OF TEXAS

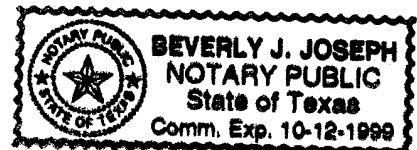
COUNTY OF DALLAS

)  
) SS.:  
)

On this 21st day of April, 1998, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
.....  
Notary Public

My commission expires 10-12-1999



SCHEDULE A  
(Equipment Trust Agreement dated as of April 3, 1998)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (All Inclusive)</u>
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GM Locomotives

36	General Motors model SD9043MAC diesel-electric locomotives		8085--8087, 8090, 8092, 8094, 8096, 8112--8118, 8120--8122, 8124, 8126--8137, 8141, 8143, 8162--8164, 8166
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GE Locomotives

14	General Electric model AC4400/6000CW diesel-electric locomotives		7300--7313
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Gondola Cars

100	52'6" mill cars with removable coil racks, manufactured by Thrall Car Manufacturing Company	UP	152000-- 152099
216	42', 110 ton, continuous trough coil cars with insulated covers, manufactured by Thrall Car Manufacturing Company	UP	242000-- 242215
79	48', 108 ton, double trough coil cars with insulated covers, manufactured by Thrall Car Manufacturing Company	UP	249176-- 249254
105	4930 cu. ft. aluminum coal cars manufactured by Trinity Industries, Inc.	UP	33310-- 33414

14

Autoracks

231	Fully-enclosed, bi-level autoracks with chocks, manufactured by Thrall Car Manufacturing Company	UP	9538--9768
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